

Hearing Date: October 26, 2010
Hearing Time: 9:30 A.M.

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
Counsel to **Rock & Republic Enterprises, Inc.**
and **Triple R, Inc.**
Debtors and Debtors-in-Possession
425 Park Avenue
New York, NY 10022
(212) 754-9400
Alex Spizz, Esq.
Arthur Goldstein, Esq.
Jill Makower, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC., et al: Case No. 10-11728(AJG)
(Jointly Administered)

Debtors. :
----- - X

ORDER GRANTING ALLOWANCE OF INTERIM FEES

Upon the interim applications for allowance of compensation for professional services rendered and for reimbursement of out-of-pocket expenses incurred (the "Applications") filed by (i) Todtman, Nachamie, Spizz & Johns, P.C., attorneys for Rock & Republic Enterprises, Inc. ("R&R") and Triple R, Inc. ("TR"), the debtors and debtors-in-possession herein (collectively, the "Debtors"); (ii) Marvin Traub Associates, Inc., Merchandising Consultant and Operations Advisor for the Debtors; (iii) Atlas Strategic Advisors, LLC, Investment Banker and Financial Advisor for the Debtors; (iv) Coleman Frost LLP, Special Litigation Counsel for R&R; (v) Manderson, Schafer & McKinlay, LLP, Special Corporate Counsel for the Debtors; (vi) Arent Fox LLP, Attorneys for the

Official Committee of Unsecured Creditors; and (vii) FTI Consulting, Inc., Financial Advisors to the Official Committee of Unsecured Creditors (herein collectively referred to as the "Professionals"); and it appearing that notice of the hearing on the Applications has been given to the United States Trustee, the Official Committee of Unsecured Creditors, all creditors and parties in interest in the Debtors' Chapter 11 cases and all persons having filed a Notice of Appearance in either of these Chapter 11 cases; and it further appearing that such notice is adequate and that no other notice of the Applications need be given; and a hearing having been held on the Applications before this Court on October 26, 2010; and after due deliberation having been had herein, and upon the record made before me; and sufficient cause appearing therefor; it is hereby

ORDERED, that the Applications (other than by Arent Fox LLP) are granted to the extent set forth in the attached Schedule "A" pursuant to Bankruptcy Code Sections 327, 330 and 331; and it is further

ORDERED, that the hearing on Arent Fox LLP's interim application for allowance of fees and reimbursement of expenses incurred is hereby adjourned to November 3, 2010 at 9:30 a.m.

Dated: New York, New York
October 26, 2010

s/Arthur J. Gonzalez
ARTHUR J. GONZALEZ
CHIEF UNITED STATES BANKRUPTCY JUDGE

SCHEDULE "A"

Case Name: Rock & Republic Enterprises, Inc. and Triple R, Inc.

Case No.: 10-11728 (Jointly Administered)

| <u>Applicant</u> | <u>Application Period</u> | <u>Docket No. of Application</u> | <u>Fees Sought</u> | <u>Fees Awarded</u> | <u>Fees Held Back</u> | <u>Expenses Sought</u> | <u>Expenses Awarded</u> |
|---|---|--|--------------------|-------------------------|---------------------------|----------------------------|-----------------------------|
| Todtman, Nachamie, Spizz & Johns, P.C. Attorneys for Debtors 425 Park Avenue New York, NY 10022 | April 2, 2010 through July 31, 2010 | 311 | \$484,183.41 | \$387,346.73 | \$96,836.68 | \$9,386.88 | \$9,386.88 |
| Marvin Traub Associates, Inc. Merchandising Consultant and Operational Advisor for the Debtors 410 Park Avenue New York, NY 10022 | April 2, 2010 through July 31, 2010 | 313 | \$120,000.00 | \$96,000.00 | \$24,000.00 | \$0 | \$0 |

| <u>Applicant</u> | <u>Application Period</u> | <u>Docket No. of Application</u> | <u>Fees Sought</u> | <u>Fees Awarded</u> | <u>Fees Held Back</u> | <u>Expenses Sought</u> | <u>Expenses Awarded</u> |
|---|-------------------------------------|----------------------------------|--------------------|---------------------|-----------------------|------------------------|-------------------------|
| Atlas Strategic Advisors, LLC Investment Banker and Financial Advisor for the Debtors 140 East 45 th Street, 23 rd Fl New York, NY 10017 | April 1, 2010 through July 31, 2010 | 320 | \$64,000.00 | \$51,200.00 | \$12,800.00 | \$3,113.57 | \$3,113.57 |
| Coleman Frost LLP Special Litigation Counsel for Debtor Rock & Republic Enterprises, Inc. 429 Santa Monica Blvd. Suite 700 Santa Monica, CA 90401 | April 1, 2010 through July 31, 2010 | 319 | \$107,442.00 | \$85,953.60 | \$21,488.40 | \$3,178.63 | \$3,178.63 |

| <u>Applicant</u> | <u>Application Period</u> | <u>Docket No. of Application</u> | <u>Fees Sought</u> | <u>Fees Awarded</u> | <u>Fees Held Back</u> | <u>Expenses Sought</u> | <u>Expenses Awarded</u> |
|---|--------------------------------------|----------------------------------|--------------------|---------------------|-----------------------|------------------------|-------------------------|
| Manderson, Schafer & McKinlay, LLP Special Corporate Counsel for the Debtors 4695 MacArthur Court, Suite 1270 Newport Beach, CA 92660 | April 1, 2010 through July 31, 2010 | 332 | \$93,130.20 | \$74,504.16 | \$18,626.04 | \$0 | \$0 |
| FTI Consulting, Inc. Financial Advisors to the Official Committee of Unsecured Creditors Three Times Square New York, NY 10036 | April 15, 2010 through July 31, 2010 | 316 | \$236,697.00 | \$189,357.60 | \$47,339.40 | \$185.52 | \$185.52 |

Date: 10/26/2010

Initials: AJG CUSBJ